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Attorneys for Defendant,
Benzel Busch Motor Car Corp.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

IN RE: MERCEDES-BENZ ANTITRUST
LITIGATION

THIS DOCUMENT RELATES TO
ALL ACTIONS

MASTER FILE

NO. 99-4311 (AMW)

CLASS ACTION

ORDER

This matter having come before the Court by way of an application seeking an appeal of certain recommendations of the Special Master in this case, and the Court having read all relevant pleadings on file, and the Court having given all appropriate counsel of record the opportunity to be heard, and for good cause shown:

It is on this 13th day of January 2003 ORDERED as follows:

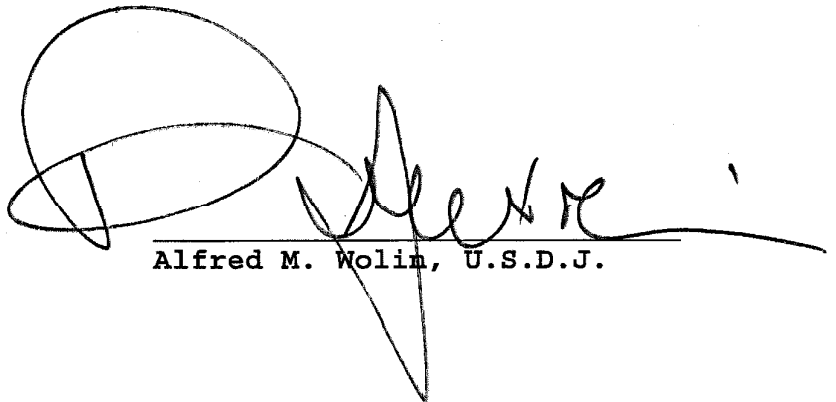
All independent dealer defendants in the within case who have not yet done so shall remit \$22,500.00 to the Lowenstein Sandler trust account of Lead Counsel for the independent dealer

defendants in this case on or before the close of business on January 21, 2003; and it is further

ORDERED that Lead Counsel for the independent dealer defendants shall report to the Court on or before the close of business on February 3, 2003 the identity of those lawyers who shall negotiate with plaintiffs' counsel in behalf of all independent dealer defendants; and it is further

ORDERED that such negotiations shall take place face to face on or before the close of business on February 18, 2003; and it is further

ORDERED that nothing in this Order shall be construed to provide other than that Lead Counsel for independent dealer defendants shall consist solely of that person or those persons named by the Court.

A handwritten signature in black ink, appearing to read 'Alfred M. Wolin', is written over a horizontal line. The signature is stylized with large loops and a long horizontal stroke extending to the right.

Alfred M. Wolin, U.S.D.J.